

McGLINCHEY STAFFORD
LAW OFFICES
A PROFESSIONAL LIMITED LIABILITY COMPANY

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DIRECT DIAL:

May 27, 1998

RECORDATION NO. *15195-SS-76*

FILED *2211*

MAY 28 '98

2-38 PM

Countersigned
Signed Robert
Secretary
Surface Transportation Board
1925 K Street, Room 704
Washington, D.C. 20036
Attention: Recordation

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 5-10)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Tenth Supplement to Equipment Trust Agreement, a primary document, dated as of May 22, 1998, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated May 22, 1998, between the Company ("Assignor") and the Bank, as Successor Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated May 22, 1998, between the Company ("Seller") and the Bank, as Successor Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated May 22, 1998, between the Bank, as Successor Trustee ("Seller") and the Company ("Buyer").

PLEASE NOTE: As described below, the last filing with your office with respect to this Series 5 Equipment Trust was on December 31, 1997. The Bill of Sale from the Bank, as Successor Trustee, to the Company dated December 22, 1997, was erroneously assigned Recordation No. 18275-V, whereas the other related documents transmitted to your office at the same time were properly assigned recordation numbers 15195-OO, 15195-PP and 15195-QQ. Such erroneously recorded Bill of Sale (copy enclosed) should be re-recorded under No. 15195-RR, and request is herein made that you do so. As a result, the documents referenced above

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Recordation No. 15195-KK on December 19, 1996, along with the Assignment and Bills of Sale under Recordation Nos. 15195-LL, 15195-MM and 15195-NN; and the Ninth Supplement to Equipment Trust Agreement dated as of December 19, 1997, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-OO on December 31, 1997, along with the Assignment and Bill of Sale from the Company to the Bank, as Successor Trustee, under Recordation Nos. 15195-PP and 15195-QQ and the Bill of Sale from the Bank, as Successor Trustee, to the Company, which was filed and recorded, in error under Recordation No. 18275-V, but which should have been assigned Recordation No. 15195-RR.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to the railcars and the leases thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay, (21W), New York, NY 10286.

The railroad equipment covered by the Tenth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of *cars intended for use relating to interstate commerce*.

Enclosed is our firm's check in the amount of \$104.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Tenth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Tenth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Tenth Supplement to Equipment Trust Agreement, a primary document, dated as of May 22, 1998, between the Company (as vendor and lessee), and the Bank, as Successor Trustee, and covering various railcars, and (ii) Assignment, a primary document, dated May 22, 1998, between the Company (as Assignor), and the Bank, as Successor Trustee, and covering various railcars.

in paragraphs 1 through 4 should be assigned Recordation Nos. beginning with No. 15195-SS, et seq.

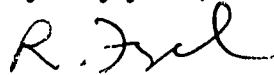
For your information, the erroneous Recordation No. 18275-V should have been assigned to a Bill of Sale transmitted to your office on December 24, 1997 for recording in the Series 11 Equipment Trust for the Company, which was erroneously assigned Recordation No. 15195-RR (copy enclosed). Please re-record this Bill of Sale under Recordation No. 18275-V so that the errors in transposing these two documents will be corrected.

Please be advised that, by our letter dated March 9, 1998, we made the same request as stated herein to correct these errors, but have received no response that it has been done.

The enclosed Tenth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of March 15, 1987 between the Company and The Bank of New York, Successor Trustee, as Trustee, which was filed and recorded under Recordation No. 15195 on March 31, 1987, along with an Assignment and Bill of Sale under Recordation Nos. 15195-A and 15195-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 15195-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 15195-H and 15195-J; the Second Supplement to Equipment Trust Agreement as of February 16, 1994, between the Company and the Bank, as Trustee, which was recorded under Recordation No. 15195-M on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 15195-N and 15195-O; the Third Supplement to the Equipment Trust Agreement as of March 17, 1995, between the Company and the Bank, as Trustee, which was recorded under Recordation No. 15195-Q on March 21, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 15195-R and 15195-S; the Fourth Supplement to Equipment Trust Agreement dated as of September 25, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-U on September 25, 1995, along with the Assignment and Bill of Sales under Recordation Nos. 15195-V and 15195-W; the Fifth Supplement to Equipment Trust Agreement dated as of October 25, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-Y on October 27, 1995, along with the Assignment and Bills of Sale under Recordation Nos. 15195-Z, 15195-AA and 15195-BB; the Sixth Supplement to Equipment Trust Agreement dated as of December 21, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-CC on December 26, 1995, along with the Assignment and Bills of Sale under Recordation Nos. 15195-DD, 15195-EE and 15195-FF; and the Seventh Supplement to Equipment Trust Agreement dated as of February 16, 1996, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-GG on February 23, 1996, along with the Assignment and Bills of Sale under Recordation Nos. 15195-HH, 15195-II and 15195-JJ; and the Eighth Supplement to Equipment Trust Agreement dated as of December 5, 1996, between the Company and the Bank, as Successor Trustee, which was filed and recorded under

- (b) Secondary Documents. Bill of Sale, a secondary document, dated May 22, 1998, between the Company (as Seller), and the Bank, as Successor Trustee (as Buyer), and covering various railroad cars, and connected to the Tenth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated May 22, 1998, between the Bank, as Successor Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of March 15, 1987 referred to above.

Very truly yours,



Richard A. Fogel

RAF:alg
Enclosures

TRINITY INDUSTRIES LEASING COMPANY

(Series 5-10)

Equipment Trust, Series 5 RECORDATION NO. ~~15795-2121~~ FILED

Bill of Sale

MAY 28 '98

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THIS AGREEMENT, dated the 22nd day of May, 1998, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and The Bank of New York, a New York Banking Corporation, as Successor Trustee (hereinafter called "Buyer"), as contemplated by the Tenth Supplement to Equipment Trust Agreement dated as of May 22, 1998, supplementing and amending the Equipment Trust Agreement dated as of March 15, 1987 (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The railcars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By: Neil O. Shoop
Neil O. Shoop
Treasurer

ATTEST:

[Signature]
Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 22nd day of May, 1998, before me personally appeared Neil O. Shoop, to me personally known, who being by me duly sworn, says that he is the Treasurer of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Richard A. Fogel
Signature of Notary Public

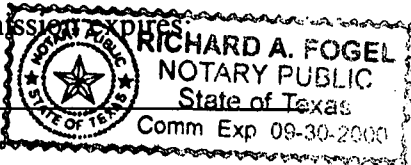
My Commission Expires:  RICHARD A. FOGEL
NOTARY PUBLIC
State of Texas
Comm Exp 09-30-2000

EXHIBIT A

1. Railroad Car Lease Agreement, dated April 2, 1992, between Trinity Industries Leasing Company and AG Processing Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
116	5,160 cu. ft. Lo Covered Hopper Cars	TILX 515081-515164 TILX 515166-515197

Series 5

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
116 Hopper Cars	Lo	5,160 cu. ft.	TILX 515081-515164 TILX 515166-515197	10/96